



Arnold Schwarzenegger, Governor
State of California
Business, Transportation and Housing Agency

320 West Fourth Street
Suite 880
Los Angeles, CA 90013-2344
213-576-7627 voice
213-576-7183 fax
kmcknight@dmhc.ca.gov e-mail

IN REPLY REFER TO:
FILE NO: 933-0080

November 24, 2004

VIA ELECTRONIC AND U.S. MAIL

Karen Feldman, DDS
Dental Director
Golden West Health Plan, Inc.
P.O. Box 5347
Oxnard, CA 93031

RE: Golden West Health Plan, Inc.; Notice of Material Modification; Change in Control of Ultimate Parent Company; DMHC #20049701 as amended; L-04-1362

Dear Doctor Feldman:

Attached please find an Amended Order of Approval of the Notice of Material Modification ("Notice") filed by Golden West Health Plan, Inc. ("Golden West") on April 12, 2004. The attached Order supersedes the Order of Approval, S-04-1291 issued on August 3, 2004. The enclosed Order conforms the language in the original Golden West Undertakings, where applicable, to the BC Life and Health Insurance Company Undertakings approved by the California Department of Insurance on November 8, 2004, concerning the same underlying transaction.

If you have any questions, please contact me.

Sincerely,

Original Signed by

Kathleen A. McKnight
Senior Counsel (Specialist)

cc: Lucinda A. Ehnes
G. Lewis Chartrand
William Barcellona
John Puente
Mark Wright
Gil Riojas